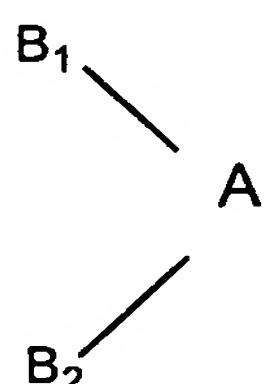


Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

1. (Original) A compound having the formula



wherein:

A is a 5-membered or 6-membered substituted or unsubstituted heteroaryl or heterocyclyl ring having one or two heteroatoms selected from the group consisting of O, S, and N and having from 1 or 2 independent substituents when the ring is 5-membered and substituted with 1 to 4 independent substituents when the ring is 6-membered and substituted; and

each of B<sub>1</sub> and B<sub>2</sub> is the same or different substituted or unsubstituted 6-membered aryl or heteroaryl ring;  
and salts thereof.

2. (Canceled)

3. (Original) The compound of claim 1 wherein at least one of B<sub>1</sub> and B<sub>2</sub> is singly or independently multiply substituted and the substituents are selected from: a methyl group optionally, independently substituted with one or more halogen, an ethyl group optionally, independently substituted with one or more halogen, a halogen, -OH, -OCH<sub>3</sub>, optionally, independently substituted with one or more halogen, and -SCH<sub>3</sub> optionally, independently substituted with one or more halogen.

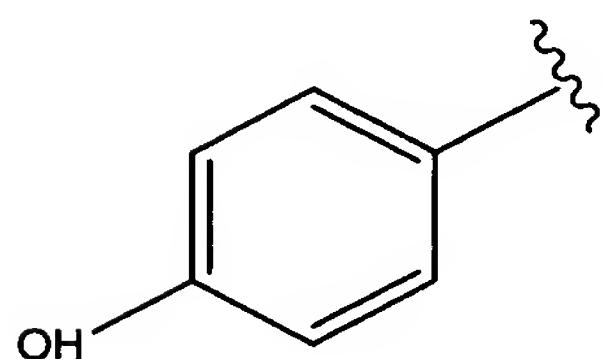
4. (Canceled)

5. (Currently amended) The compound of claim 1 or 2 wherein A is selected from the group consisting of oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, pyrazolidinyl, pyrazolyl, furanyl, and pyridinyl.

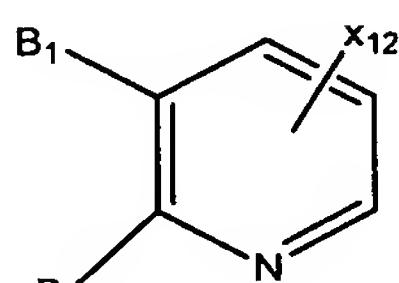
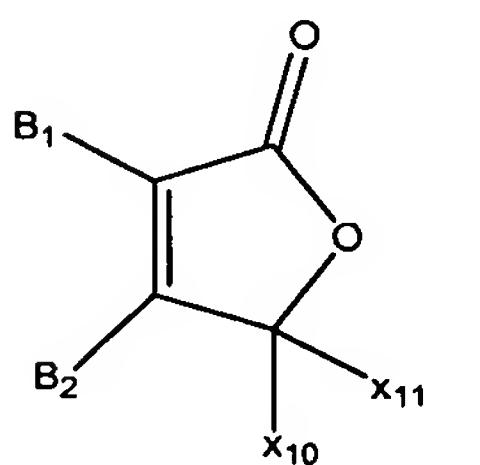
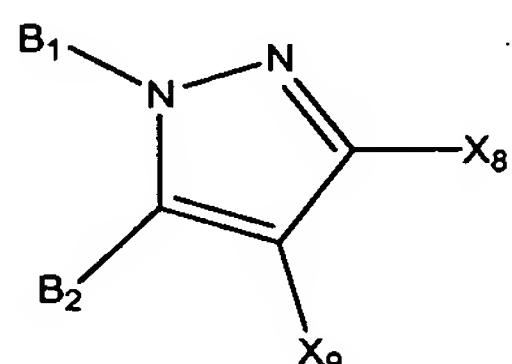
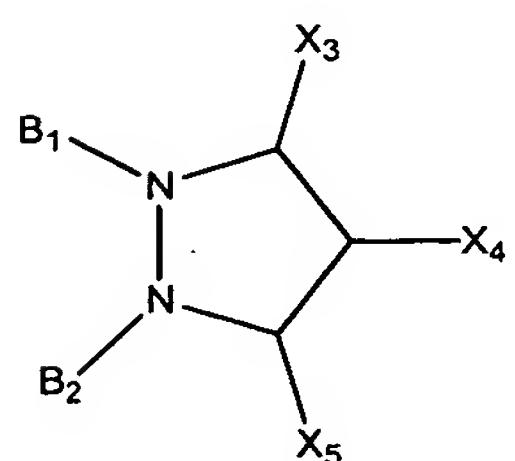
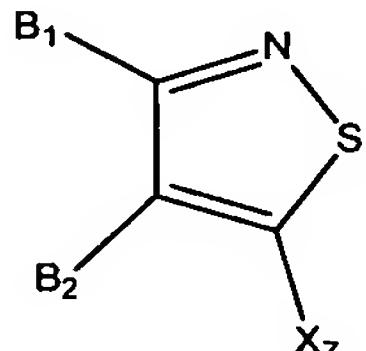
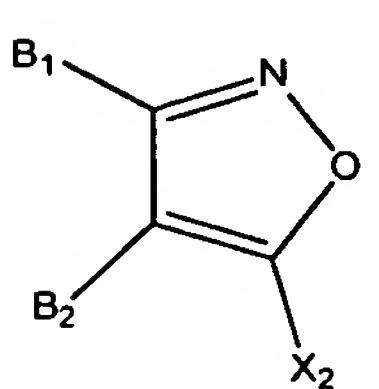
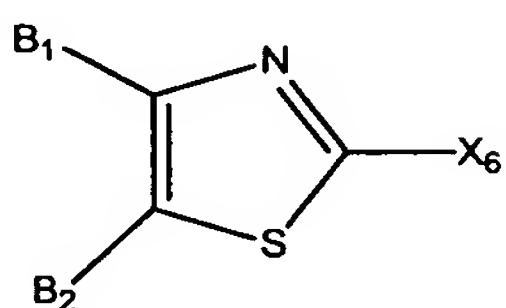
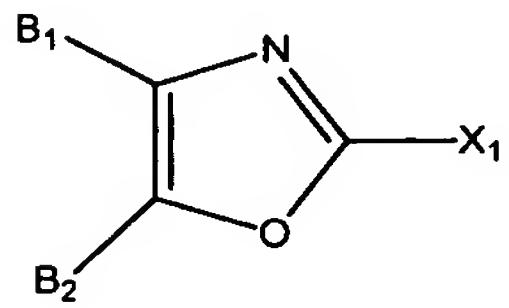
6. (Original) The compound of claim 1 wherein each of B<sub>1</sub> and B<sub>2</sub> is a singly or multiply substituted phenyl group.

7. (Canceled)

8. (Original) The compound of claim 1 wherein one or both of B<sub>1</sub> and B<sub>2</sub> is:



9. (Original) The compound of claim 1 selected from the group consisting of:



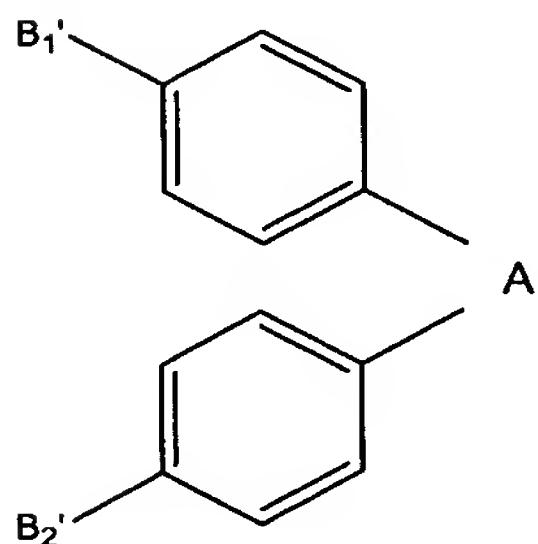
wherein:

each X<sub>1</sub>-X<sub>12</sub> is independently: H, halogen, substituted or unsubstituted C<sub>1-12</sub> alkyl, substituted or unsubstituted C<sub>2-12</sub> alkenyl, substituted or unsubstituted C<sub>2-12</sub> alkynyl, substituted or unsubstituted C<sub>1-6</sub> alkoxy, oxo, substituted or unsubstituted C<sub>2-12</sub> alkenyloxy, substituted or unsubstituted C<sub>5-10</sub> cycloalkenyloxy, substituted or unsubstituted (C<sub>2-12</sub> alkynyl)oxy, (C<sub>1-6</sub> alkyl)oxy(C<sub>1-6</sub> alkyl), substituted or unsubstituted C<sub>6-12</sub> aryloxy, (C<sub>3-6</sub> heteroaryl)-(C<sub>1-6</sub> alkyl)oxy, (C<sub>1-12</sub> alkyl)thio, substituted or unsubstituted (C<sub>1-4</sub> alkyl)-thio-(C<sub>1-</sub>

$R^4$  alkyl), substituted or unsubstituted C<sub>6</sub>-C<sub>10</sub> aryl, substituted or unsubstituted styryl, substituted or unsubstituted C<sub>3-12</sub> heteroaryl, substituted or unsubstituted C<sub>4-8</sub> heterocyclic, wherein the substituents are selected from the group consisting of hydroxy, halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> trihaloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-4</sub> trihaloalkoxy, bivalent oxy(C<sub>1-6</sub>)alkyloxy, (C<sub>1-6</sub>)acylamino, (C<sub>1-6</sub>) acylthio, amino, and azido; or R<sup>5</sup> and R<sup>6</sup> form a C<sub>5</sub>-C<sub>10</sub> heteroaryl ring, and each of R<sup>4</sup>, R<sup>7</sup>, and R<sup>8</sup> is, independently, hydroxy, halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> trihaloalkyl, C<sub>1-6</sub> alkoxy, or C<sub>1-4</sub> trihaloalkoxy.

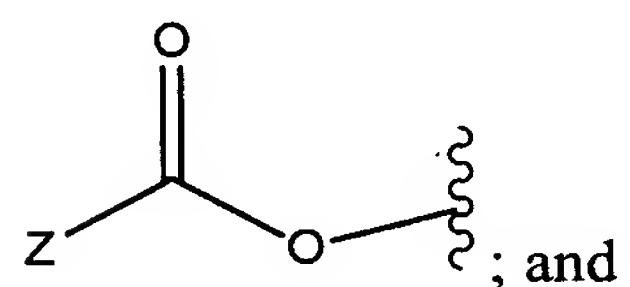
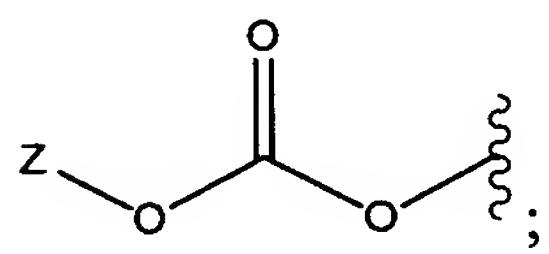
10-16. (Canceled)

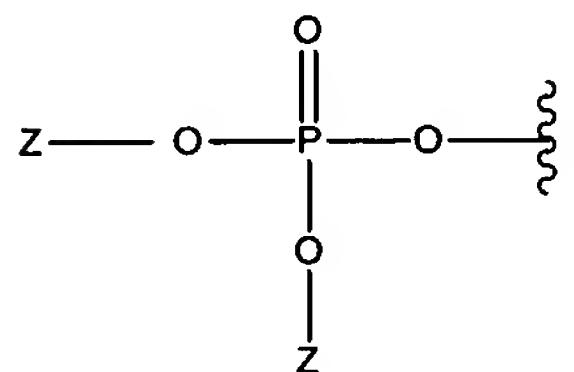
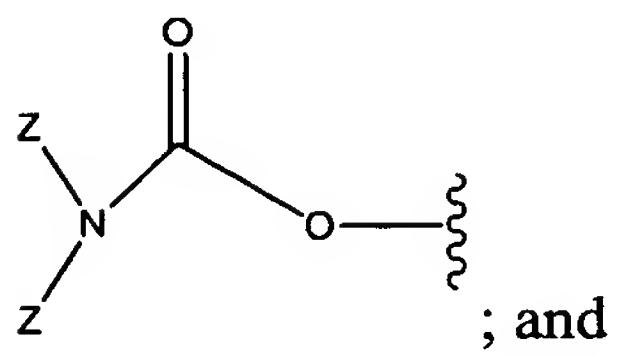
17. (Original) A compound having the formula:



wherein

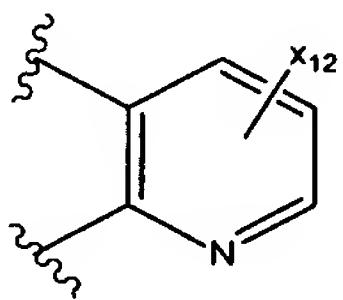
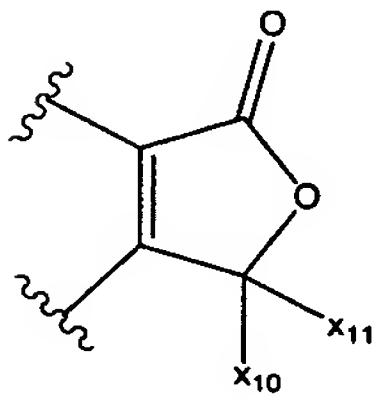
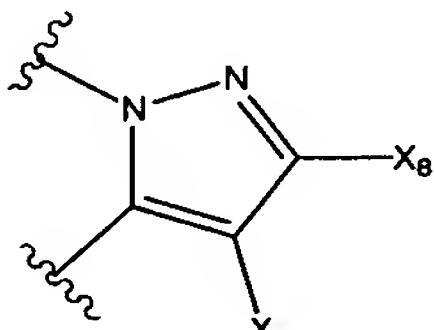
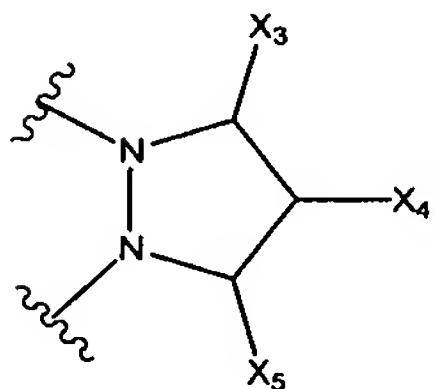
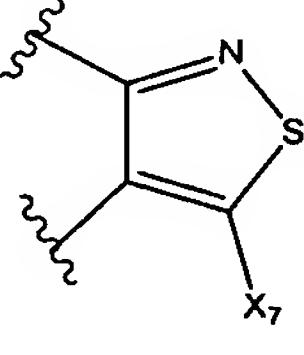
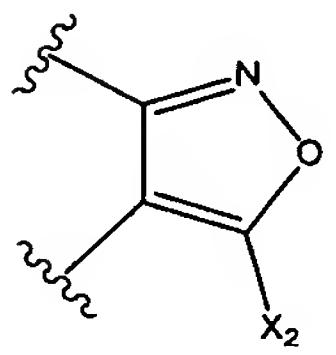
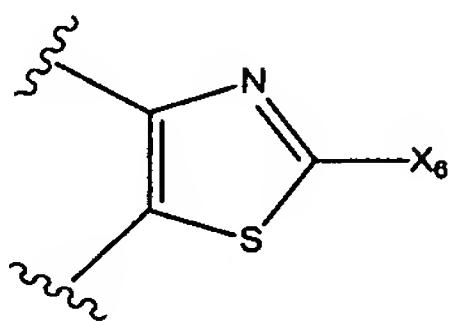
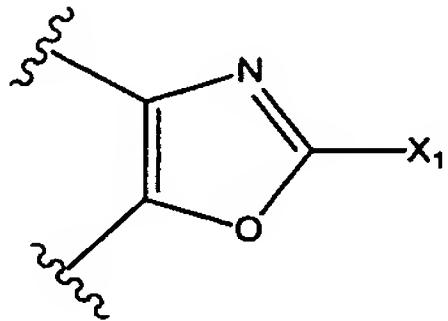
A is a 5-membered or 6-membered substituted or unsubstituted heteroaryl or heterocyclyl ring having one or two heteroatoms selected from the group consisting of O, S, and N and having from 1 or 2 independent substituents when the ring is 5-membered and substituted and 1 to 4 independent substituents when the ring is 6-membered and substituted; and one or both of B<sub>1'</sub> and B<sub>2'</sub> are selected from H, -OH,





wherein each Z is independently H or a C<sub>1-6</sub> straight chain or branched alkyl, alkenyl, alkynyl, aryl, cycloalkyl, or arylalkyl that is optionally singly or multiply substituted; and salts thereof.

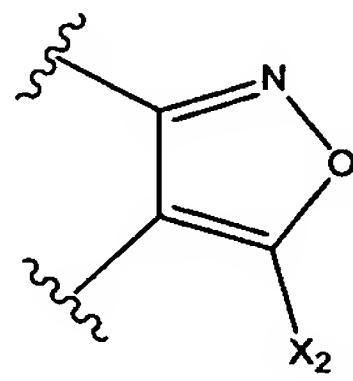
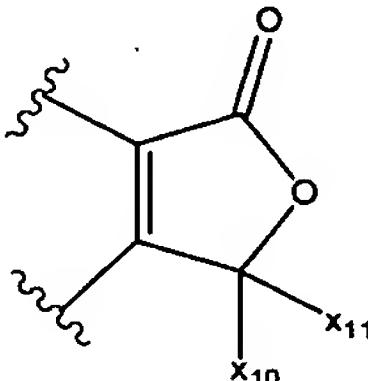
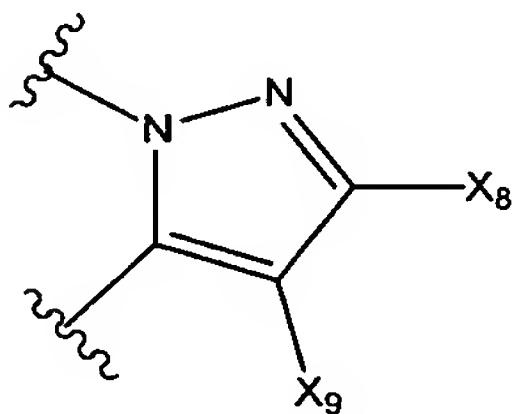
18. (Original) The compound of claim 17 wherein A is selected from:



wherein each X<sub>1</sub>-X<sub>12</sub> is independently: H, halogen, substituted or unsubstituted C<sub>1-12</sub> alkyl, substituted or unsubstituted C<sub>2-12</sub> alkenyl, substituted or unsubstituted C<sub>2-12</sub> alkynyl, substituted or unsubstituted C<sub>1-6</sub> alkoxy, oxo, substituted or unsubstituted C<sub>2-12</sub> alkenyloxy, substituted or unsubstituted C<sub>5-10</sub> cycloalkenyloxy, substituted or unsubstituted (C<sub>2-12</sub> alkynyl)oxy, (C<sub>1-6</sub> alkyl)oxy(C<sub>1-6</sub> alkyl), substituted or unsubstituted C<sub>6-12</sub> aryloxy, (C<sub>3-6</sub> heteraryl)-(C<sub>1-6</sub> alkyl)oxy, (C<sub>1-12</sub> alkyl)thio, substituted or unsubstituted (C<sub>1-4</sub> alkyl)-thio-(C<sub>1-4</sub> alkyl), substituted or unsubstituted C<sub>6-C10</sub> aryl, substituted or unsubstituted styryl, substituted or unsubstituted C<sub>3-12</sub> heteraryl, substituted or unsubstituted C<sub>4-8</sub> heterocyclic, wherein the substituents are selected from the group consisting of hydroxy, halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> trihaloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-4</sub> trihaloalkoxy, bivalent oxy(C<sub>1-6</sub>)alkyloxy, (C<sub>1-6</sub>)

acylamino, (C<sub>1-6</sub>) acylthio, amino, and azido; or R<sup>5</sup> and R<sup>6</sup> form a C<sub>5</sub>-C<sub>10</sub> heteroaryl ring, and each of R<sup>4</sup>, R<sup>7</sup>, and R<sup>8</sup> is, independently, hydroxy, halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> trihaloalkyl, C<sub>1-6</sub> alkoxy, or C<sub>1-4</sub> trihaloalkoxy.

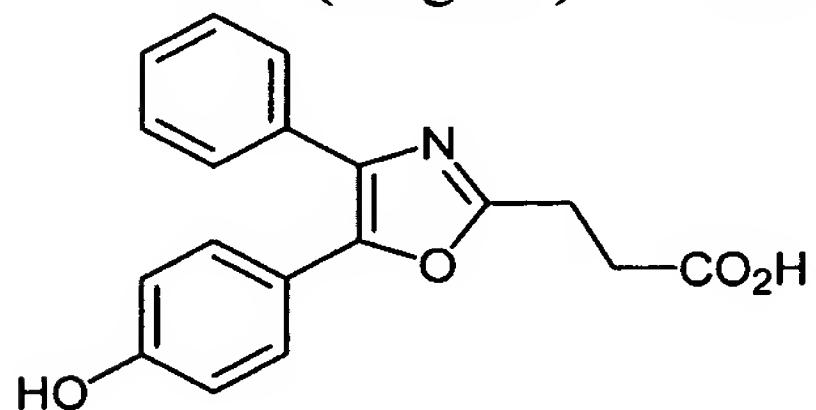
19. (Original) The compound of claim 18 wherein A is selected from:



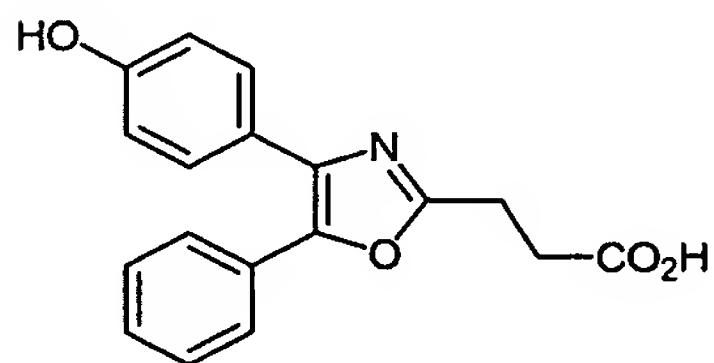
20. (Original) The compound of claim 19 wherein X<sub>2</sub> is selected from H, CH<sub>3</sub>, COOH, -CH<sub>2</sub>-CH<sub>2</sub>-COOH, -CH<sub>2</sub>-COOH and CF<sub>3</sub>; X<sub>10</sub> and X<sub>11</sub> are H or one or both of X<sub>10</sub> and X<sub>11</sub> are CH<sub>3</sub> or CF<sub>3</sub>; X<sub>9</sub> is missing; and X<sub>8</sub> is CH<sub>3</sub> or CF<sub>3</sub>.

21. (Canceled)

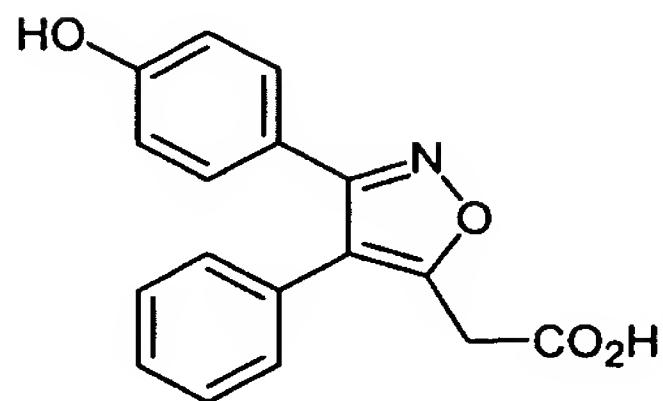
22. (Original) The compound of claim 17 selected from:



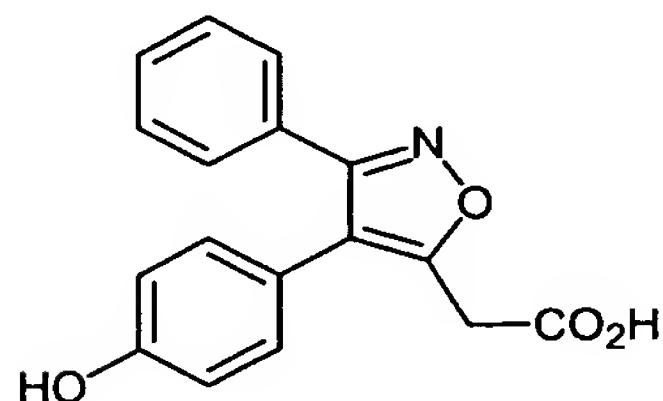
3-[5-(4-hydroxyphenyl)-4-phenyl-1,3-oxazol-2-yl]propionic acid



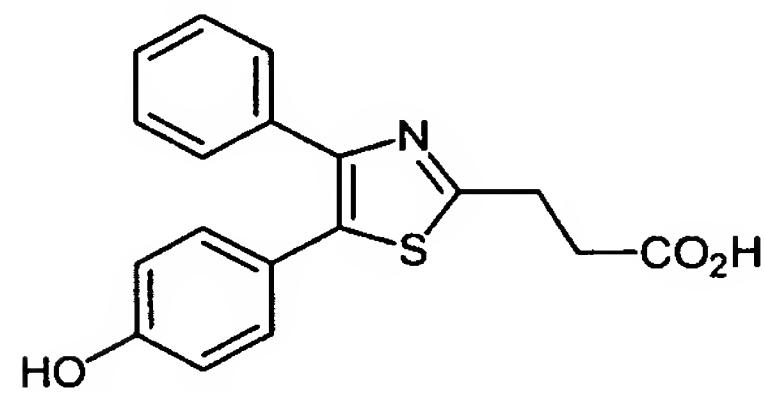
3-[4-(4-hydroxyphenyl)-5-phenyl-1,3-oxazol-2-yl]propionic acid



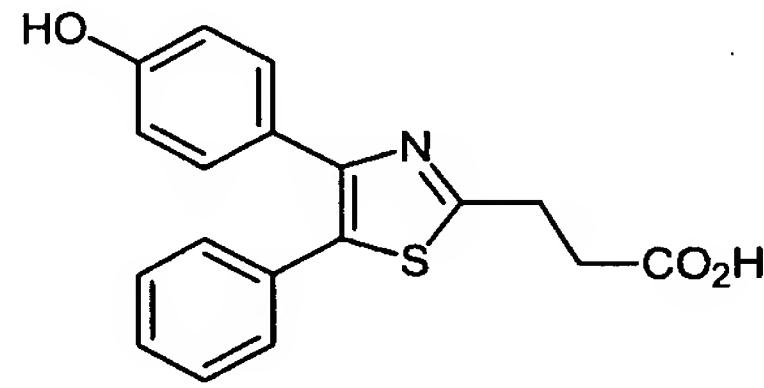
[3-(4-hydroxyphenyl)-4-phenylisoxazol-5-yl]acetic acid



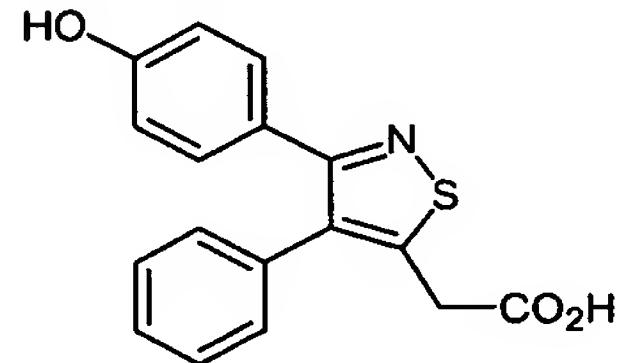
[4-(4-hydroxyphenyl)-3-phenylisoxazol-5-yl]acetic acid



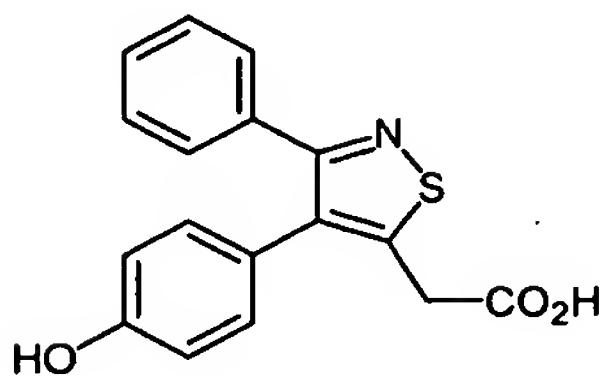
3-[5-(4-hydroxyphenyl)-4-phenyl-1,3-thiazol-2-yl]propionic acid



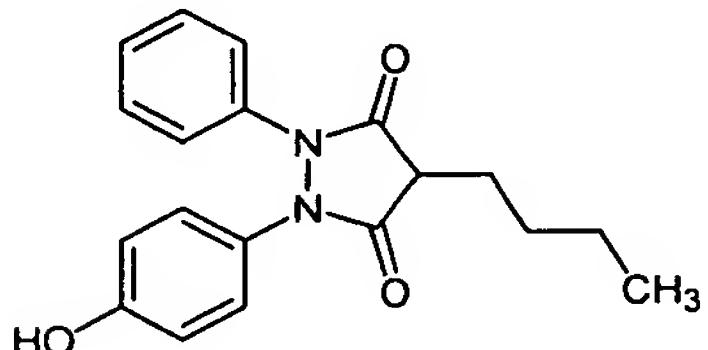
3-[4-(4-hydroxyphenyl)-5-phenyl-1,3-thiazol-2-yl]propionic acid



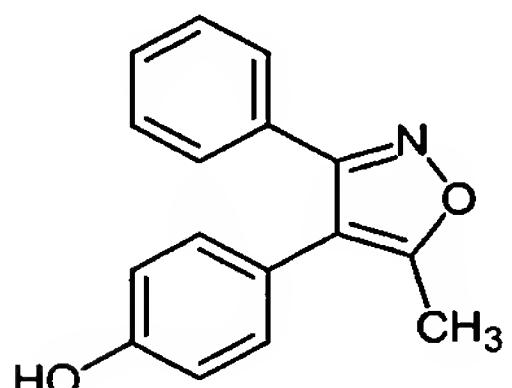
[3-(4-hydroxyphenyl)-4-phenylisothiazol-5-yl]acetic acid



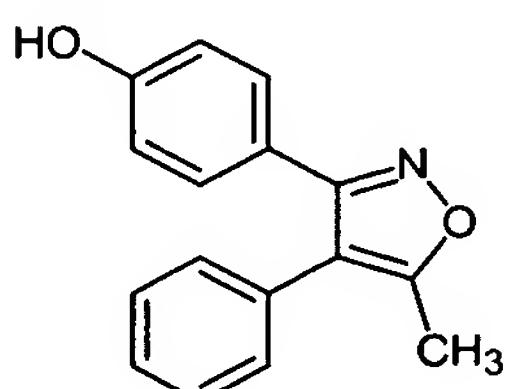
[4-(4-hydroxyphenyl)-3-phenylisothiazol-5-yl]acetic acid



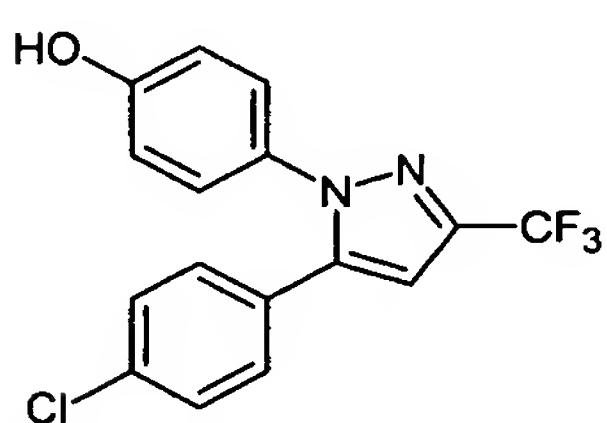
4-butyl-1-(4-hydroxyphenyl)-2-phenylpyrazolidine-3,5-dione



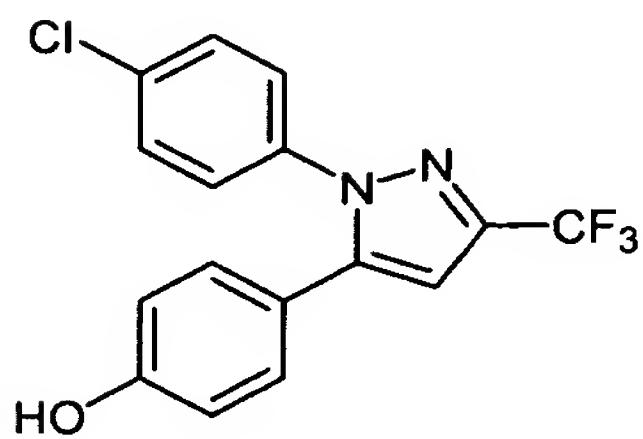
4-(5-methyl-3-phenylisoxazol-4-yl)phenol



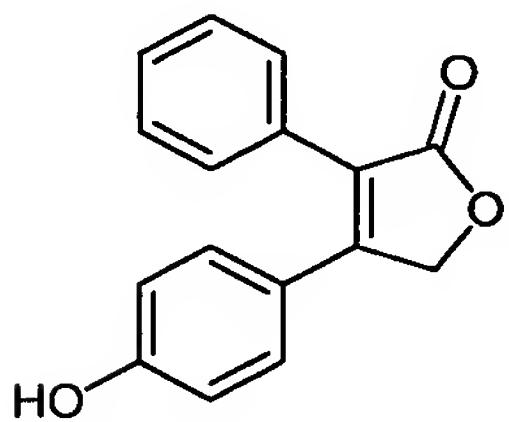
4-(5-methyl-4-phenylisoxazol-3-yl)phenol



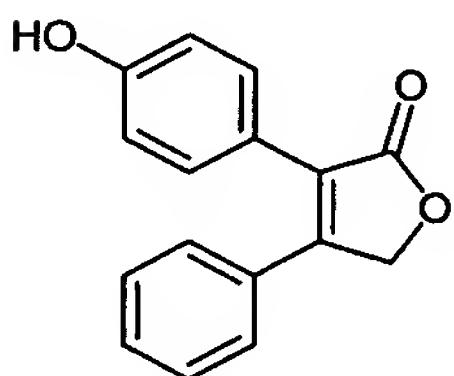
-1-(4-hydroxyphenyl)-3-(trifluoromethyl)-5-(4-chlorophenyl)- pyrazole



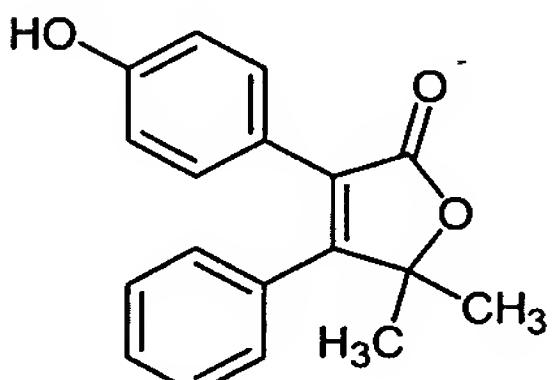
1-(4-chlorophenyl)-3-(trifluoromethyl)-5-(4-hydroxyphenyl)- pyrazole



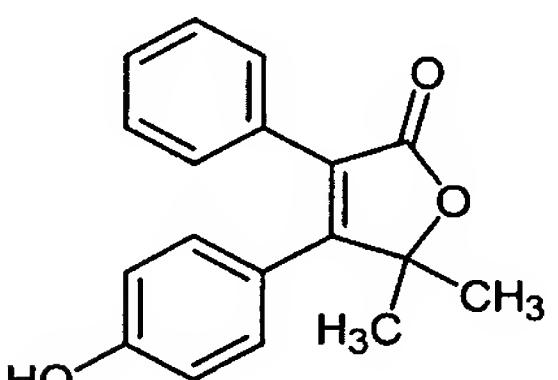
4-(4-hydroxyphenyl)-3-phenylfuran-2(5H)-one



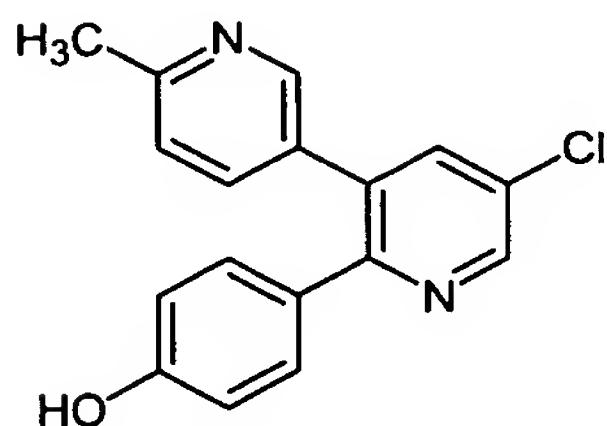
3-(4-hydroxyphenyl)-4-phenylfuran-2(5H)-one



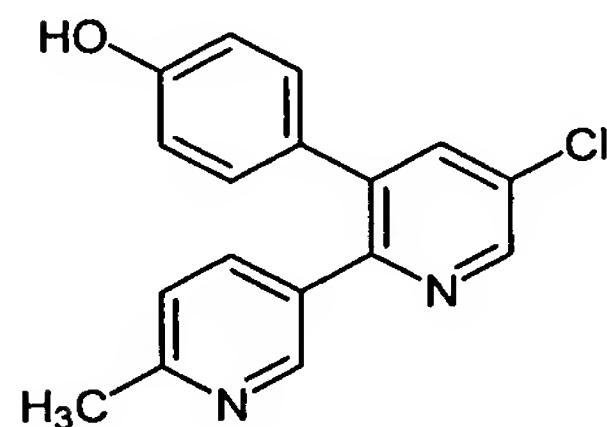
3-(4-hydroxyphenyl)-5,5-dimethyl-4-phenylfuran-2(5H)-one



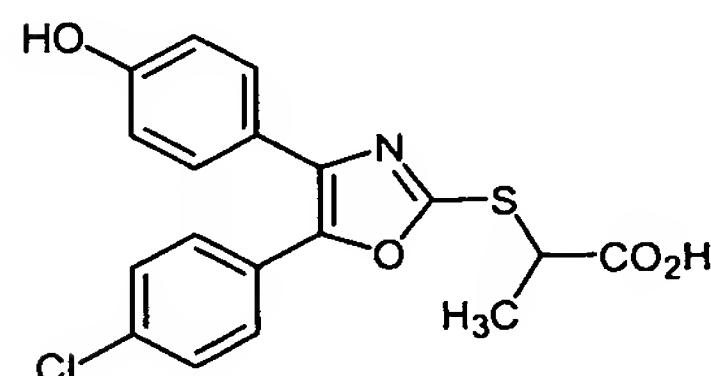
4-(4-hydroxyphenyl)-5,5-dimethyl-3-phenylfuran-2(5H)-one



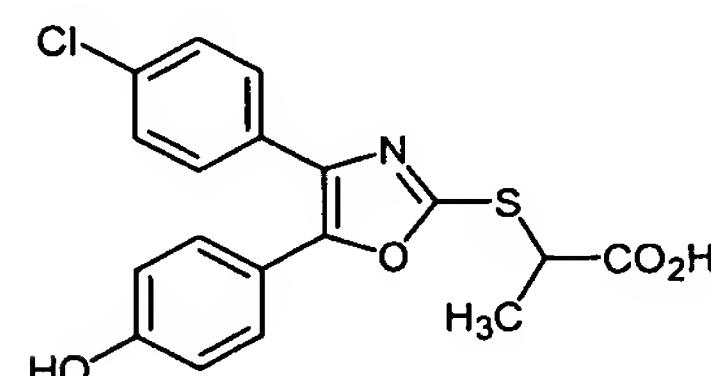
4-(5-chloro-6'-methyl-3,3'-bipyridin-2-yl)phenol



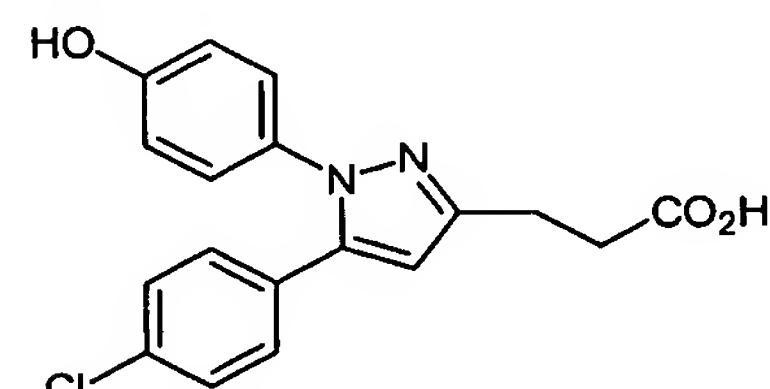
4-(5-chloro-6'-methyl-2,3'-bipyridin-3-yl)phenol



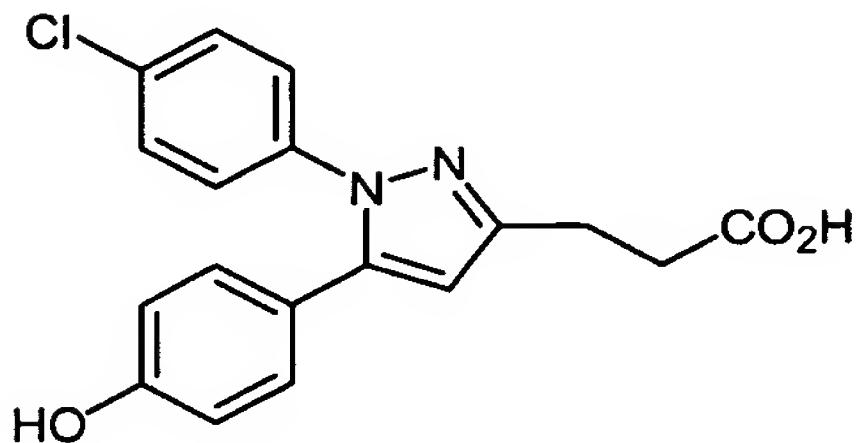
2-{[5-(4-chlorophenyl)-4-(4-hydroxyphenyl)-1,3-oxazol-2-yl]thio}propionic acid



2-{[4-(4-chlorophenyl)-5-(4-hydroxyphenyl)-1,3-oxazol-2-yl]thio}propionic acid



3-[5-(4-chlorophenyl)-1-(4-hydroxyphenyl)-1H-pyrazol-3-yl]propionic acid



3-[1-(4-chlorophenyl)-5-(4-hydroxyphenyl)-1H-pyrazol-3-yl]propionic acid.

23. (Currently amended) A pharmaceutical composition comprising the compound of claim 1 ~~or claim 17~~ and a pharmaceutically acceptable carrier.

24-28. (Canceled)

29. (Currently amended) A method for treating inflammation, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 ~~or claim 17~~.

30. (Canceled)

31. (Currently amended) A method for treating pain, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 ~~or claim 17~~.

32-36. (Canceled)

37. (Currently amended) A method for treating anxiety comprising administering the compound of claim 1 ~~or claim 17~~.

38-40. (Canceled)

41. (Currently amended) A method for treating a sleep disorder comprising administering the compound of claim 1 ~~or claim 17~~.

42-44. (Canceled)